



RECEIVED OCT 11 1988

**Brown & Sharpe Manufacturing Company**

Precision Park  
North Kingstown  
Rhode Island 02852, U.S.A  
Telephone 401-886-2000  
TLX 681-4067 SHARPE  
FAX 401-886-2762

October 6, 1988

Ms. Lynn Fratus  
U.S. Environmental Protection Agency (LRR-695)  
P. O. Box 3254  
Reston, VA 22090

Superfund Records Center  
SITE: LRR IN CO  
BREAK: 11.9  
OTHER: 640071  
BROWN & SHARPE MANUFACTURING  
CO.

Re: Supplemental Response of Brown & Sharpe  
Manufacturing Company to EPA Information Request Concerning  
Landfill and Resources Recovery, Inc.

Dear Ms. Fratus:

Enclosed please find additional information supplementing our response dated September 29, 1988. We request that this letter be filed with and read in conjunction with that earlier response.

The enclosed materials consist of:

1. Copy of a letter dated September 19, 1979, from Alvin J. Snyder to Ron Rodgers, which purports to contain an analysis of a sample received from Brown & Sharpe. Although we have no information indicating that the sample reflects waste sent to this Site, we are nonetheless including it to ensure that all documents have been submitted.
2. The Company's amended Certificate of Incorporation and By-Laws which are responsive to Question 4(k) and which we inadvertently omitted in last week's response.
3. Documents recently received after mailing our initial response from another potentially responsible party and which, we are advised, are the result of a search of Rhode Island Department of Health (DEH) records concerning the Site. The documents consist of six (6) "Industrial Waste Manifests" which, we understand, represent all documents in



SEMS DocID 640071

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Ms. Lynn Fratus  
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the DEH file which mention Brown & Sharpe. We have not previously seen these documents and we have no independent documentation indicating that this waste was sent to this Site.

If you have any questions, please feel free to give me a call.

Sincerely,

BROWN & SHARPE MANUFACTURING COMPANY

A handwritten signature in cursive script that reads "James J. Andrade".

James J. Andrade  
Plant Engineer

JJA:jaz

Enclosures

117189



ENVIRONMENTAL RESOURCE ASSOCIATES

65 JEFFERSON BLVD.

WARWICK, R.I. 02888

(401) 781-7422

September 19, 1979

Mr. Ron Rodgers  
C.W. Miller Co.  
1 Hodsell Avenue  
Cranston, Rhode Island

Re: Analysis of Metal Grindings Sample received 8-27-79  
from Brown and Sharpe

Dear Mr. Rodgers: •

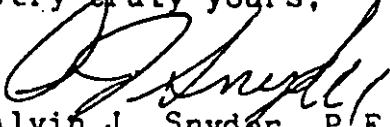
Laboratory analyses of the referenced sample have been completed. The following analyses pertain to the elutriate obtained by subjecting the waste to the RI Toxicant Extraction Procedure:

	<u>Concentration - mg/l</u>
Lead	<0.05
Silver	<0.03
Barium	<0.5
Cadmium	<0.01
Chromium	<0.05
Selenium	0.35*
Mercury	0.0016
Arsenic	0.11

\* diamminobenzidine method of analysis

If you have any questions concerning the above or desire additional analyses, please feel free to contact me.

Very truly yours,

  
Alvin J. Snyder, P.E.  
Partner

117108

INDUSTRIAL WASTE MANIFEST

P.O. 63722

Industrial Waste Disposal Site Name: Brown & Sharpe Mfg. & Recovery Site Permit No.: WA #2  
 Date Accepted: 6/7/79 Date Disposed: 6/7/79 Method: landfill

Waste:

- a. Source: Brown & Sharpe Mfg., Precision Park, No. Kingston, RI  
 b. Name: Grinding Swarf  
 ✓ c. Type(s): Type 7 C  
 d. Amount: # Drums == 27 drums (1485 gallons)  
 e. Number And Types Of Containers: Steel Drums  
 f. Form (Liquid, Sludge, Gas): Sludge  
 ✓ g. pH: N/A  
 h. Composition (% By Weight Or Volume): 50% H<sub>2</sub>O 50% Fe, Si, AlO

2. Waste Hauler:

- a. Name: Goditt & Boyer, Inc. R.I. License No.: N/A  
 b. Pick-up: Date: 6-7-79 Time: 10.00 Location: No. Kingston, RI  
 c. Vehicle Registration No.: A62-424 State: MASS  
 d. Driver's Name: Francis R. Barash  
 e. Driver's Signature: F. R. Barash

3. Waste Generator:

- a. Name: Brown & Sharpe Mfg.  
 b. Address: Precision Park, North Kingston, RI  
 c. Contact Person: Dick Hargraves d. Telephone No.: 886-2000  
 e. Process Producing Waste: Machine Shops

I, F. Petrarca, the operator  
 (Print Name)  
 of the above named industrial waste disposal site  
 declare that the above information is true and correct.

Signature: F. Petrarca  
 Date: 6/7/79

For Department Use Only

Date Received: 11 JULY 79

By: SM

117137

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75

RHODE ISLAND DEPARTMENT OF HEALTH  
INDUSTRIAL WASTE MANIFEST

63742  
P.O. ~~34567~~

Industrial Waste

Disposal Site Name: LANDFILL + R.R. INC

Site Permit No.: \_\_\_\_\_

Date Accepted: 4/16/79

Date Disposed: 4/16/79

Method: LANDFILL

1. Waste:

a. Source: BROWN & SHARPE MFG. COMPANY

Naptha - Lactol Spirits, AMSCO; Safety Solvent 140 66/30 AMSO

b. Name: 111 Trichlorethane - AMSCO

c. Type(s): TYPE 4

d. Amount: 275 GALLONS

e. Number And Types Of Containers: (5) 55 GALLON DRUMS

f. Form (Liquid, Sludge, Gas): LIQUID

g. pH: \_\_\_\_\_

h. Composition (% by Weight or Volume): 80% NAPTHA/20% DEGREASER/SAFETY SOLVENT

2. Waste Hauler:

a. Name: C. W. Miller Co.

R.I. License No.: 130

b. Pick-up Date: 4-16-79

Time: 8:00

Location: Cranston

c. Vehicle Registration No.: 676-99

State: Rhode Island

d. Driver's Name: Ronald Roeder

e. Driver's Signature: Ronald Roeder

3. Waste Generator:

a. Name: BROWN & SHARPE MFG. COMPANY

b. Address: EPENCHTOWN ROAD, NORTH KINGSTOWN, RI

c. Contact Person: MR. JAMES L. ANDRADE

d. Telephone No.: 886-2350

e. Process Producing Waste: CLEANING PARTS

f. FX RODERICKS, the operator  
(Print Name)

of the above named industrial waste disposal site

certifies that the above information is true and correct.

For Department Use Only

Date Received: 4 May 79

By: OPR

117136

RHODE ISLAND DEPARTMENT OF HEALTH  
INDUSTRIAL WASTE MANIFEST

P.O. ~~6342~~  
CHIP DOCK

Industrial Waste  
Disposal Site Name: h - R + R

Site Permit No.: \_\_\_\_\_

Date Accepted: 4/17/79

Date Disposed: 4/17/79

Method: land fill

1. Waste:

a. Source: BROWN & SHARPE MFG. COMPANY

b. Name: Trim Sol concentrate - Master Chemical Co.  
Whitco Syncut - Whitco Co. Machine coolant - 1% trace oil.

c. Type(s): TYPE 1-C Toxic

d. Amount: 4000 GALLONS

e. Number And Types Of Containers: 1 TANK TRUCK

f. Form (Liquid, Sludge, Gas): LIQUID

g. pH: 8

h. Composition (% By Weight Or Volume): 95% water  
5% coolant

2. Waste Hauler:

a. Name: C. W. Miller Co. R.I. License No.: 130

b. Pick-up: Date: 4-18-79 Time: 9:00 Location: Cranston

c. Vehicle Registration No.: 676-99 State: Rhode Island

d. Driver's Name: Ronald Rector

e. Driver's Signature: Ronald Rector

3. Waste Generator:

a. Name: Brown & Sharpe Mfg. Company

b. Address: Frenchtown Road, North Kingstown, RI

c. Contact Person: Mr. James J. Andrade d. Telephone No.: 886-2350

e. Process Producing Waste: cooling machine tools

f. FX RODRICKS, the operator  
(Print Name)

of the above named industrial waste disposal site

declares that the above information is true and correct.

Signature: FX RODRICKS

Date: 4/17/79

For Department Use Only

Date Received: 4 May 79

By: JP

117185

RHODE ISLAND DEPARTMENT OF HEALTH  
INDUSTRIAL WASTE MANIFEST

Industrial Waste  
Disposal Site Name: L + RR Site Permit No.: N/A  
Date Accepted: 4/23/79 Date Disposed: 4/23/79 Method: hand fill

1. Waste:

- a. Source: BROWN & SHARPE MFG. COMPANY  
b. Name: Trim Sol concentrate - Master Chemical Co.  
c. Type(s): Whitco Syncut - Whitco Co. - machine coolant - 1% trace of  
LC Toxic  
d. Amount: 4000 gallons  
e. Number And Types Of Containers: 1 Tank Truck  
f. Form (Liquid, Sludge, Gas): Liquid  
g. pH: 8  
h. Composition (% By Weight Or Volume): 95% water - 5% coolant

2. Waste Hauler:

- a. Name: C. W. Miller Co. R.I. License No.: 130  
b. Pick-up: Date: 4-23-79 Time: 8:00 Location: Cranston  
c. Vehicle Registration No.: 676-99 State: Rhode Island  
d. Driver's Name: Ronald Rogers  
e. Driver's Signature: [Signature]

3. Waste Generator:

- a. Name: Brown & Sharpe Mfg. Company  
b. Address: Frenchtown Road, North Kingstown, RI  
c. Contact Person: Mr. Frank T. Cameron d. Telephone No.: 886-2530  
e. Process Producing Waste: cooling machine tools

4. I, F. Petrarca, the operator  
(Print Name)  
of the above named industrial waste disposal site  
declare that the above information is true and correct.  
Signature: [Signature]  
Date: 4/23/79

For Department Use Only
Date Received: <u>4 May 79</u>
By: <u>JPL</u>
117184

RHODE ISLAND DEPARTMENT OF HEALTH  
INDUSTRIAL WASTE MANIFEST

P.O.

63722

Industrial Waste,  
Disposal Site Name: Landfill, Recycle, Recovery

Permit No.: N/A

Date Accepted: 4/9/79

Date Disposed: 4/9/79

Method: Landfill

1. Waste:

a. Source: BROWN & SHARPE MFG. COMPANY

b. Name: Grinding Swarf

c. Type(s): Type 7

d. Amount: 1540 gallons (28 drums)

e. Number And Types Of Containers: 55 gallon drums

f. Form (Liquid, Sludge, Gas): Sludge

g. pH:

h. Composition (% By Weight Or Volume): 95% sludge - 5% water

2. Waste Hauler:

a. Name: Goditt & Boyer

b. Pick-up Date: 4-9-79

Time: 11:00

R.I. License No.: N/A

Location: N. Kingstown, RI

c. Vehicle Registration No.: A64-464

State: MASS.

d. Driver's Name: Francis Barrett

e. Driver's Signature: F. Barrett #31

3. Waste Generator:

a. Name: Brown & Sharpe Mfg. Company

b. Address: Frenchtown Road, North Kingstown, RI

c. Contact Person: Mr. James J. Andrade

d. Telephone No.: 886-2350

e. Process Producing Waste: Grinding operations

f. I, E. Petron, the operator

of the above named industrial waste disposal site

declare that the above information is true and correct.

Signature: E. Petron

Date: 4/9/79

For Department Use Only

Date Received:

By:

117183



RHODE ISLAND DEPARTMENT OF HEALTH  
INDUSTRIAL WASTE MANIFEST

P.O. 63722

Industrial Waste Disposal Site Name: L R R Site Permit No.: #2  
Date Accepted: 7/16/79 Date Disposed: 7/18/79 Method: Landfill

1. Waste:

- a. Source: Brown & Sharpe Mfg., Precision Park, No. Kingston, RI  
b. Name: Grinding Swarf  
c. Type(s): Type 7  
d. Amount: # Drums = 24 (1320 gallons)  
e. Number And Types Of Containers: Steel Drums  
f. Form (Liquid, Sludge, Gas): Sludge  
g. pH: N/A  
h. Composition (% By Weight Or Volume): 50% H<sub>2</sub>O 50% Fe, Si, AlO

2. Waste Hauler:

- a. Name: Goditt & Boyer, Inc. R.I. License No.: N/A  
b. Pick-up: Date: 7-18-79 Time: 1:00 Location: No. Kingston, RI  
c. Vehicle Registration No.: A62-424 MASS State: MASS  
d. Driver's Name: Francis R. Barnet  
e. Driver's Signature: [Signature]

3. Waste Generator:

- a. Name: Brown & Sharpe Mfg.  
b. Address: Precision Park, North Kingston, RI  
c. Contact Person: Dick Hargraves d. Telephone No.: 886-2000  
e. Process Producing Waste: Machine Shops  
i. I, Frank Petrarck, the operator  
(Print Name)  
of the above named industrial waste disposal site  
declare that the above information is true and correct.  
Signature: [Signature]  
Date: 7/18/79

For Department Use Only

Date Received: 14 AUG 79

By: SM

117132

BY-LAWS  
OF  
BROWN & SHARPE MANUFACTURING COMPANY

Adopted November 27, 1968  
As Amended through April 29, 1988

SECTION 1.  
CERTIFICATE OF INCORPORATION

The name and the nature of the business or purposes of the corporation shall be as set forth in its Certificate of Incorporation. These By-Laws shall be subject to all requirements and provisions of law applicable to the corporation and to all requirements and provisions of the Certificate of Incorporation. In these By-Laws, references to the Certificate of Incorporation mean the provisions of the Certificate of Incorporation (as that term is defined in the General Corporation Law of Delaware) of the corporation as from time to time in effect, and reference to these By-Laws or to any requirement or provision of law means these By-Laws or such requirement or provision of law as from time to time in effect.

SECTION 2.  
STOCKHOLDERS

2.1 ANNUAL MEETING. The annual meeting of stockholders shall be held at 10 o'clock in the forenoon on the fourth Thursday of April in each year, unless that day be a legal holiday at the place where the meeting is to be held, in which case the meeting shall be held at the same hour on the next succeeding day which is not a Saturday or Sunday and is not a legal holiday, or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect a Board of Directors and transact such other business as may be required by law or by these By-Laws or as may be specified by the Chief Executive Officer or by a majority of the directors then in office or by vote of the Board of Directors and of which notice was given in the notice of the meeting.

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If the annual meeting for election for directors is not held on the date designated therefor, the directors shall cause the meeting to be held as soon thereafter as convenient.

2.2 SPECIAL MEETINGS. A special meeting of the stockholders may be called at any time by the Chairman or by the President or by a majority of the Directors then in office or by vote of the Board of Directors. Any such call shall state the time, place and purposes of the meeting.

2.3 PLACE OF MEETINGS. All meetings of the stockholders shall be held at the principal office of the corporation in the Town of North Kingstown, Rhode Island or at such other place within the United States as shall be designated by the Chief Executive Officer or by a majority of the directors then in office or by vote of the Board of Directors. Any adjourned session of any meeting of the stockholders shall be held at the place designated in the vote of adjournment.

2.4 NOTICE OF MEETINGS. Except as otherwise provided by law and subject to Section 6 hereof, a written or printed notice of each meeting of stockholders, stating the place, date and hour and the purpose or purposes of the meeting, shall be given not less than ten nor more than sixty days before the meeting to each stockholder entitled to vote thereat, and to each stockholder who, by law, by the Certificate of Incorporation or by these By-Laws is entitled to notice by leaving such notice with him or at his residence or usual place of business or by depositing such notice in the United States mail, postage pre-paid, addressed to such stockholder at his address as it appears on the records of the corporation. Such notice shall be given by the Secretary or an Assistant Secretary or by an officer designated by the Board of Directors. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting and to each stockholder who, by law, by the Certificate of Incorporation or by these By-Laws is entitled to notice thereof, in the same manner as would the original notice of any meeting be given.

2.4.1 CONDUCT OF MEETINGS. The officer of the corporation presiding at any meeting of stockholders shall have sole and conclusive responsibility for controlling the conduct of all meetings of stockholders, and shall in his best judgment conclusively determine whether any item is business entitled to be presented to the meeting, the order in which any such business shall come before the meeting, the stockholders entitled to address the meeting or to ask questions from the floor (and he may impose reasonable restrictions on such addresses or questions) and shall determine all other matters of procedure. The presiding officer may impose reasonable restrictions on any persons other than stockholders of record or their duly appointed proxies who may attend the meeting, and may deny admittance of any person to the meeting other than stockholders of record or their duly appointed proxies who in his judgment has disrupted any meeting of stockholders in the past, or is likely to disrupt the meeting to which such person seeks admittance. He may eject or cause to be ejected from the meeting any person, whether or not a stockholder of record or duly appointed proxy,

who is disruptive and may use such reasonable force and take such other security measures as he considers reasonable.

2.5 VOTING AND PROXIES. Subject to the provisions of the Certificate of Incorporation and to Section 7 of these By-Laws, each stockholder of record shall at every meeting of the stockholders be entitled to one vote for each share of the capital stock held by him on any matter as to which he is entitled to vote. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy, but no proxy shall be voted or acted upon after three years from its date, unless said proxy provides for a longer period. Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held, and persons whose stock is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books of the corporation he shall have expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent said stock and vote thereon.

If the shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

(1) If only one votes, his act binds all;

(2) If more than one vote, the act of the majority so voting binds all;

(3) If more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or any person voting the shares, or a beneficiary, if any, may apply to the Court of Chancery of the State of Delaware or such other Court as may have jurisdiction to appoint an additional person to act with the persons so voting the shares, which shall then be voted as determined by a majority of such persons and the person appointed by the Court. If the instrument so filed shows that any such tenancy is held in unequal interests, a majority or even-split for the purposes of these By-Laws shall be a majority or even-split in interest.

In case of the death, bankruptcy, minority or mental incapacity of any stockholder the person entitled to transfer his shares shall be entitled to vote in respect of such shares, and if there shall be more than one such person, the right to vote shall be the same as if the shares stood of record in the names of two or more persons, as provided above. A vote given in accordance with a proxy shall be valid notwithstanding the previous death of the stockholder or revocation of the proxy unless information in writing of the death or revocation shall have been previously received by the Secretary of the corporation. Shares of the capital stock of the corporation belonging to the corporation shall not be voted upon, directly or indirectly, provided, however, that this sentence shall not be construed as limiting the right of the corporation to vote stock held by it in a fiduciary capacity.

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2.6 LIST OF STOCKHOLDERS. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open, at the place where said meeting is to be held or at such other place in the city where such meeting is to be held as may be specified in the notice of the meeting, for a period of at least ten days, for the examination of any stockholder, for any purpose germane to the meeting, and during ordinary business hours, and shall be produced and kept at the time and place of the meeting during the whole time thereof, and subject to the inspection of any stockholder who may be present. The stock ledger shall be the only evidence as to who are stockholders entitled to examine the stock ledger or such list, or to vote in person or by proxy at such meeting, or, subject to the provisions of Section 9 of these By-Laws, to inspect the accounts or books of the corporation.

2.7 QUORUM OF STOCKHOLDERS. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, at any meeting of the stockholders a quorum shall consist of the holders of a majority of the shares of all stock issued and outstanding and entitled to vote at the meeting physically present or represented by proxy, except that where a separate vote by a class or classes or series thereof is required by law, the Certificate of Incorporation or these By-Laws a majority of the outstanding shares of such class or classes (or series thereof) physically present or represented by proxy shall constitute a quorum entitled to take action with respect to that vote on that matter. Any stock of the corporation belonging to the corporation at the time of any record date for meeting or any adjourned session thereof shall neither be entitled to vote nor counted for quorum purposes; provided, however, that this sentence shall not be construed as limiting the right of the corporation to vote its own stock held by it in a fiduciary capacity. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present.

2.8 JUDGES OF ELECTION. Whenever a vote is taken at a meeting of stockholders the proxies and ballots, if any, shall be received and taken charge of and all questions relating to the qualification of votes and the validity of proxies and ballots and the acceptance and rejection of proxies, ballots and votes shall be decided by two Judges of Election. Such Judges of Election shall be appointed by the Board of Directors before or at the meeting of stockholders, and if no such appointment shall have been made, then by the stockholders at the meeting. If for any reason either the Judges of Election previously appointed shall fail to attend or refuse or be unable to serve, a Judge of Election in place of any so failing to attend or refusing or unable to serve shall be appointed either by vote of directors or by the stockholders at the meeting.

2.9 ACTION BY VOTE. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Certificate of Incorporation or by these By-Laws.

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### SECTION 3 BOARD OF DIRECTORS

3.1 NUMBER. Except as otherwise provided in Section 3.2 below, there shall be a Board of Directors composed of such number of directors, not less than six nor more than nine as may from time to time be fixed by the stockholders (or, with respect to the election of the first directors, by the incorporator), and elected as provided by law and by these By-Laws.

3.2 CLASSIFICATION OF DIRECTORS. Commencing with the election of directors at the 1969 Annual Meeting of stockholders, the Board of Directors shall be divided into three classes, each class subject to the provisions of this Section and Section 3.4 to hold office for three years.

At the annual meeting of stockholders in 1969 the total number of directors fixed as provided in Section 3.1 shall be divided by three and three classes shall be designated for convenience the 1970 Directors, the 1971 Directors and the 1972 Directors, and nominations of directors shall designate the class for which nominated. The persons elected by the stockholders as provided by law and these By-Laws as 1970 Directors shall hold office until the 1970 annual meeting of stockholders, those elected as the 1971 Directors until the 1971 annual meeting of stockholders and those elected as the 1972 Directors until the 1972 annual meeting annual meeting of stockholders, and, at each of such meetings their respective successors shall be elected for three year terms. If at any annual meeting the number of directors is increased or decreased as provided in Section 3.1, the number of directors in each class elected at such annual meeting shall, subject to the provisions of the following paragraphs of this Section 3.2, be increased or decreased by one-third of the amount of such increase or decrease, as the case may be.

If at the election of directors held in 1969 the stockholders, acting pursuant to Section 3.1 of these By-Laws, shall fix a number of directors not equally divisible by three, the 1970 Directors, the 1971 Directors and the 1972 Directors shall be divided as nearly as possible into three classes of equal size within the number so fixed and the number of 1970 Directors shall be one less than the number of 1972 Directors with the number of 1971 Directors being equal to the number of 1970 Directors or 1972 Directors depending upon the number of directors so fixed.

If at any time subsequent to the election of directors held in 1969, the number of directors is fixed at a number that is not equally divisible by three, the same procedure shall be followed as closely as practicable to the end that the term of the class or classes of directors having the smaller number of members shall expire prior to the terms of the class or classes of directors having the larger number of members.

At no meeting of stockholders shall the number of directors so fixed be less than the number of directors theretofore fixed and elected (including directors elected to fill vacancies) for terms not expiring at said meeting of stockholders. References herein to an annual meeting include any special meeting later held in lieu thereof.

**3.3 POWERS OF BOARD OF DIRECTORS.** No director need be a stockholder. Except as otherwise specified in these By-Laws, references in these By-Laws to a majority of the directors then in office shall mean such a majority but in any case not less than one-third of the whole board nor less than two directors. The business and affairs of the corporation shall be managed by the Board of Directors. In addition to the powers expressly conferred on the Board of Directors by these By-Laws and by the Certificate of Incorporation, the Board of Directors may exercise all the powers of the corporation except such as are expressly conferred upon the stockholders by law, or by the Certificate of Incorporation or by these By-Laws.

**3.4 TENURE.** Each director shall hold office for the terms specified in Section 3.1 and 3.2 and until his successor is elected and qualified (unless there is no successor as a result of a decrease in the number of directors in accordance with Sections 3.1 and 3.2) or until his earlier resignation, removal or death.

**3.5 VACANCIES.** Vacancies (including the entire remaining term and any vacancy occurring by reason of the failure to elect directors to the number fixed pursuant to Section 3.1) and any newly created directorships resulting from any increase in the authorized number of directors, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office shall have power to fill such vacancy or vacancies, the vote or action by writing thereon to take effect when such resignation or resignations shall become effective.

**3.6 COMMITTEES.** The Board of Directors may, by resolution adopted by a majority of the whole board, (a) designate, change the membership of or terminate the existence of any committee or committees, including the Executive Committee, each committee to consist of two or more of the directors; (b) designate one or more directors as alternate members of any such committee, including the Executive Committee, who may replace any absent or disqualified member at any meeting of the committee; and (c) determine the extent to which each such committee, including the Executive Committee, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which may require it, except that the Executive Committee, which shall consist of not less than two or more than five of the directors elected from and by the Board of Directors and shall include the Chief Executive Officer, who shall be chairman of the committee, shall have and may exercise, when the Board of Directors is not in session, all the powers of the Board of Directors in the management of the business and the affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it, except as may be from time to time otherwise specifically reserved by the Board of Directors to itself by resolution adopted by majority of the whole board. In the absence or disqualification of any member of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board of Directors to act at any meeting in the place of any such absent or disqualified member. Except as the directors may otherwise determine, any committee may make rules for the conduct of its business.

3.7 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without call or notice at such places (within or without the State of Delaware or the United States) and at such times as the board may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. A regular meeting of the directors may be held without call or notice immediately after and at the same place as the annual meeting of the stockholders.

3.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman of the Board or by two or more directors and may be held at any time and at any place (within or without the State of Delaware or the United States) designated in the call of the meeting, reasonable notice thereof being given to each director by the Secretary or an Assistant Secretary or by the officers or one of the directors calling the meeting.

3.9 NOTICE. It shall be sufficient notice to a director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any director who waives notice as provided in Section 6. Notice of a meeting need not specify the purposes of the meeting.

3.10 QUORUM. Except as may be otherwise provided by law, by the Certificate of Incorporation or these By-Laws, at any meeting of the directors, a majority of the directors then in office shall constitute a quorum; a quorum shall not in any case be less than one-third of the total number of directors nor less than two directors. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 ACTION BY VOTE. Except as may be otherwise provided by law, by the Certificate of Incorporation or these By-Laws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.12 EMERGENCY PROVISIONS. During the existence of an emergency a meeting of the Board of Directors or a committee thereof may be called by any officers or directors by giving notice to such directors and officers as it may be feasible to reach at the time and by such means as may be feasible, the directors in attendance, but not less than two, shall constitute a quorum and officers or other persons designated on a list approved by the Board of Directors before the emergency shall, to the extent required to provide a quorum, be deemed directors for such meeting. An emergency for purposes of these By-Laws shall include any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its business or customarily holds meetings of the Board of Directors or the stockholders, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors thereof cannot readily be convened for action. Nothing in this Section 3.12 shall be exclusive



of any other provisions for emergency powers which may be from time to time adopted by the corporation.

**3.13 ACTION BY WRITING.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or of any such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the board or of such committee.

### **3.14 NOMINATION OF DIRECTORS.**

(a) **Eligibility to Make Nominations.** Nominations of candidates for election as directors at any meeting of stockholders called for election of directors (sometimes referred to as an "Election Meeting") may be made by the board or a committee of the board or by any stockholder entitled to vote for such director at such Election Meeting in accordance with this Section 3.14.

(b) **Procedure for Nominations by the board.** Nominations by the board shall be made not fewer than 30 days prior to the date of an Election Meeting. At the request of the Secretary, each proposed nominee shall provide the corporation with such information concerning himself as is required under the rules of the Securities and Exchange Commission to be included in the corporation's proxy statement soliciting proxies for the election of such nominee as a director and such other information considered appropriate by the board or the Secretary.

(c) **Procedure for Nominations by Stockholders.** Any stockholder who intends to make a nomination at such Election Meeting shall deliver a written notice to the Secretary, stating his intention to make such nomination, not later than (i) with respect to an election to be held at an annual meeting of stockholders, sixty days prior to the anniversary date of the immediately preceding annual meeting, and (ii) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the tenth day following the date on which notice of such meeting is first given to stockholders. The notice shall set forth (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the corporation which are beneficially owned by each such nominee, (iv) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder, and (v) such other information concerning each such nominee as would be required, under the rules of the Securities and Exchange Commission, in a proxy statement soliciting proxies for the election of such nominee as a director. Such notice shall include a signed consent of each such nominee to serve as a director of the corporation, if elected. Such nominee shall also upon request promptly provide the corporation with such other information considered appropriate by the board or the Secretary.

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(d) Substitution of Nominee. In the event that a person is validly designated as a nominee in accordance with Subsection (b) or (c) of this Section 3.14, and shall thereafter become unable or unwilling to stand for election to the Board of Directors, the Board of Directors or the stockholder who proposed such nominee, as the case may be, may designate a substitute nominee upon delivery not fewer than five days prior to the date of an Election Meeting of a written notice to the Secretary setting forth such information regarding such substitute nominee as would have been required to be delivered to the Secretary pursuant to Subsection (b) or (c) of this Section 3.14 as the case may be, had such substitute nominee been initially proposed as a nominee. Such notice shall include a signed consent of each substitute nominee to serve as a director of the corporation, if elected.

(e) Petition in Support of Nomination. Nominations of persons for election as directors, other than nominations submitted on behalf of the incumbent Board of Directors, must be accompanied by a petition in support of such nominations signed by at least 100 record holders of shares of capital stock of the corporation entitled to vote in the elections of such director, holding in the aggregate not less than 1% of the voting power of the shares of capital stock of the corporation entitled to vote in the elections of such director outstanding as of the date such petition is submitted.

(f) Compliance with Procedures. If the presiding officer at the Election Meeting determines that a nomination of any candidate for election as a director was not made in accordance with the applicable provisions of this Section 3.14 he shall refuse to acknowledge such nomination and such nomination shall be void, provided, however, that nothing in this Section 3.14 shall be deemed to limit any class voting rights (if any) upon the occurrence of dividend arrearages provided to holders of preferred stock pursuant to a preferred stock designation.

#### SECTION 4. OFFICERS AND AGENTS

4.1 ENUMERATION; QUALIFICATION: The officers of the corporation shall be: a President, a Vice President-Finance, a Treasurer, a Secretary, and such other officers, if any, as the Board of Directors may in its discretion elect or choose, including but not limited to a Chairman of the Board, one or more other Vice Presidents (which may have such designations as are fixed by the Board of Directors), and a Controller. The corporation may also have such agents, if any, as the Board of Directors may in its discretion choose. If the office of an any officer becomes vacant, the Board of Directors may elect or choose a successor. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine. No officer need be a stockholder.

4.2 POWERS. Subject to law, each officer shall have, in addition to the duties and powers set forth in these By-Laws, and subject to these By-Laws, such duties and powers as are commonly incident to his office and such duties and powers as the Board of Directors may from time to time designate.

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4.3 ELECTION. The officers may be elected or chosen by the Board of Directors at their first meeting following the annual meeting of the stockholders or at any other time, and a vacancy in any office may be filled by the Board of Directors at any time. Any two offices, other than that of a principal office and an assistant in the same office, may be held by the same person.

4.4 TENURE. Each officer shall hold office until the first meeting of the Board of Directors following the next annual meeting of the stockholders and until his successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his election or appointment, or until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Board of Directors.

4.5 CHAIRMAN OF THE BOARD; PRESIDENT; VICE PRESIDENT-FINANCE; OTHER VICE PRESIDENTS. The Chairman of the Board, if one is elected, or the President (if no Chairman is elected) shall, except as otherwise voted by the Board of Directors, preside at all meetings of the stockholders and all meetings of the Board of Directors at which he is present. The Chairman of the Board shall have such other duties appropriate to the Chairman of the Board as the Board of Directors shall from time to time designate. The President shall be the chief executive officer of the corporation and shall have the general direction, control and management of the business and affairs of the corporation, subject to the control of the Board of Directors and the Executive Committee, and shall have such other duties and powers as the Board of Directors shall from time to time designate. The President shall be the chief operating officer of the corporation except as otherwise voted by the Board.

The Vice President-Finance shall be the chief financial officer of the corporation and shall have such other duties and powers as may be designated from time to time by the Board of Directors or by the President.

Any other Vice Presidents shall have such duties and powers as shall be designated from time to time by the Board of Directors or by the President.

4.6 TREASURER AND ASSISTANT TREASURERS. The Treasurer shall be in charge of its funds, securities and valuable papers. He shall have such other duties and powers as may be designated from time to time by the Board of Directors. Any Assistant Treasurers shall have such duties and powers as shall be designated from time to time by the Treasurer.

4.7 CONTROLLER AND ASSISTANT CONTROLLERS. If a Controller is elected, he shall be the chief accounting officer of the corporation and shall be in charge of its books of account and accounting records and of its accounting procedures. He shall have such other duties and powers as may be designated from time to time by the Board of Directors.

Any Assistant Controllers shall have such duties and powers as shall be designated from time to time by the Controller.

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4.8 SECRETARY AND ASSISTANT SECRETARIES. The Secretary shall record all the proceedings of the meetings of the stockholders, of the Board of Directors and of the Executive Committee of the Board of Directors, in the books kept for that purpose. In his absence from any such meeting an Assistant Secretary, or if there be none or he is absent, a temporary Secretary chosen at the meeting shall record the proceedings thereof.

The Secretary shall have custody of the corporation's seal and shall be the custodian of all records of the corporation (including the stock ledger which may, however, be kept by any transfer agent or agents of the corporation). He shall have such other duties and powers as may be designated from time to time by the Board of Directors.

Any Assistant Secretaries shall have such duties and powers as shall be designated from time to time by the Secretary.

#### SECTION 5. RESIGNATIONS AND REMOVALS

Any director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Board of Directors. Such resignation shall take effect at the time stated therein, or if no time be so stated then upon its delivery, and without in either case the necessity of its being accepted unless the resignation shall so state.

The Board of Directors may by resolution adopted by a majority of the whole board at any time remove from office any officer either with or without cause. The Board of Directors may at any time terminate or modify the authority of any agent.

No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise.

## SECTION 6. WAIVER OF NOTICE

Whenever any notice is required to be given by law or under the provisions of the Certificate of Incorporation or of these By-Laws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein or otherwise fixed for the meeting or other event for which notice is waived, shall be deemed equivalent to such notice. Neither the business to be transacted at, nor the purpose of, any meeting or such other event need be specified in any written waiver or notice, except to the extent otherwise required by law, the Certificate of Incorporation or these By-Laws.

## SECTION 7. TRANSFER OF SHARES OF STOCK AND RECORD DATE

7.1 TRANSFER ON BOOKS. The transfer of stock of the corporation and the certificates which represent the stock of the corporation shall be governed by the law of the State of Delaware. Except as may be otherwise required by law or by the provisions of Section 7.2 of these By-Laws, the corporation shall be entitled to treat the record holder of stock as shown on its stock ledger as the owner of such stock for all purposes until the shares have been properly transferred on the stock ledger of the corporation. It shall be the duty of every stockholder to notify the corporation of his mail address.

7.2 RECORD DATE. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no such record date is fixed by the board of directors, the record date for determining the stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such payment, exercise or other action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

## SECTION 8. STOCK CERTIFICATES

Every holder of stock in the corporation shall be entitled to have a certificate or certificates signed by, or in the name of the corporation, by the Chairman of the Board, the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation certifying the number of shares owned by him in such corporation. If such certificate is signed (1) by a transfer agent other than the corporation or its employee, or, (2) by a registrar other than the corporation or its employee, the signatures of the officers of the corporation and the corporate seal, if any, upon such certificate may be facsimiled, engraved or printed. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, whether because of death, resignation or otherwise, before such certificate is delivered by the corporation, such certificate may nevertheless be adopted by the corporation and be issued and delivered as though the person who signs such certificate or whose facsimile signature shall have been used thereupon had not ceased to be such officer of the corporation. Certificates of stock shall be in such form as shall, in conformity with law, be prescribed from time to time by the Board of Directors.

In the case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms in conformity with law as the Board of Directors may prescribe.

## SECTION 9. INSPECTION OF ACCOUNTS AND BOOKS

No account or book of the corporation shall be open to the inspection of any stockholder (except as provided by the laws of Delaware) unless such inspection in any case shall have been authorized by a resolution of a majority of the entire Board of Directors who shall be the sole judges as to whether any such inspection shall be allowed and the stockholders' rights in this respect are and shall be restricted and limited accordingly.

## SECTION 10. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has

agreed to be a director or officer of this corporation or any direct or indirect subsidiaries of this corporation, or while such a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any By-Law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Section 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established.

#### SECTION 11. CORPORATE SEAL

The seal of the corporation shall bear the name of the corporation, the year and state in which it was organized, and the trademark of the corporation, consisting of the representation of a machinist's try-square over the blade of which are the letters B-S, all surrounded by the representation of the rim of a gear wheel. An impression of said seal shall be placed upon this record.

#### SECTION 12. EXECUTION OF PAPERS

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, agreements, debentures, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the Chairman of the Board, or the President, or the Vice President-Finance or one of the other Vice Presidents or the Treasurer, and the signature of any such officer may be facsimile and in case any such officer who shall have signed, or whose facsimile signature shall have been used on any debenture, note or other document cease to be such officer of the corporation, whether because of death, resignation, or otherwise, before such debenture, note or other document shall have been delivered by the corporation, such debenture, note or other document may nevertheless be adopted by the corporation and be issued and delivered as through the person who signed such debenture, note or other document or whose facsimile signature shall have been used thereon had not ceased to be such officer and the delivery of any such debenture, note or other document shall be deemed the adoption thereof by the corporation.

SECTION 13.  
FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the corporation shall end on the last Saturday of each year.

SECTION 14.  
AMENDMENTS

Except to the extent otherwise provided by law, these By-Laws may be made, altered amended or repealed by vote of three-quarters of the directors in office or by vote of the holders of two-thirds of the voting power of the outstanding stock entitled to vote in respect thereof, and any By-Laws, whether made, altered, amended or repealed by the stockholders or directors, may be altered, amended or reinstated, as the case may be, by either the stockholders or by the directors as here-in before provided.



# State of Delaware

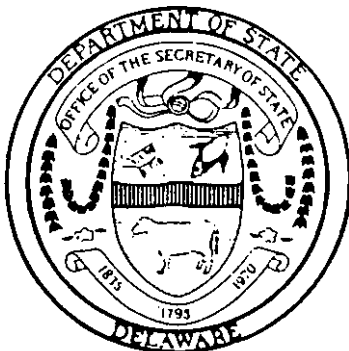
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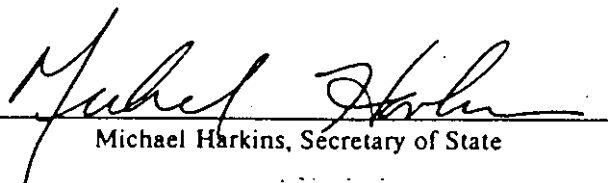
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF ARROW A SHARPE  
NAMES ACCOUNTING COMPANY, FILED IN THIS OFFICE ON THE SIXTH DAY OF  
JUNE, A.D. 1966, AT 4 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1



100-1150476

  
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

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AMENDED CERTIFICATE OF DESIGNATION, PREFERENCES AND  
RIGHTS OF SERIES A  
PARTICIPATING PREFERRED STOCK

of

BROWN & SHARPE MANUFACTURING COMPANY

Pursuant to Section 151 of the Delaware  
General Corporation Law

We, Richard J. Duncan, Senior Vice President and Chief Financial Officer, and Alfred C. Sauerbrey, Secretary, of Brown & Sharpe Manufacturing Company, a corporation organized and existing under the Delaware General Corporation Law, in accordance with the provisions of Section 151 thereof, DO HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Restated Certificate of Incorporation, as amended, of the said Corporation, the said Board of Directors on March 9, 1988 adopted a resolution creating a series of shares of Preferred Stock, par value \$1.00 per share, designated as Series A Participating Preferred Stock.

That a Certificate of Designation, Preferences and Rights of Series A Participating Preferred Stock was duly executed, acknowledged and filed with the Secretary of State of the State of Delaware on March 11, 1988 and subsequently recorded in the office of the recorder of the county in which is located said Corporation's registered office in the State of Delaware.

That as of the date hereof no shares of said series designated as Series A Participating Preferred Stock have been issued.

That said Board of Directors on April 29, 1988 adopted the following resolution amending and restating the voting powers, designations, preferences and relative, participating, optional and other special rights thereof, and the qualifications, limitations or restrictions thereon, of said series designated as Series A Participating Preferred Stock, and that said resolution did not change the designation of said series.

RESOLVED: That pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of its Certificate of Incorporation, as amended, the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights thereof, and the qualifications, limitations or restrictions thereon, of the Corporation's Series A Participating Preferred Stock are amended and restated in their entirety to read as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Participating Preferred Stock" (the "Series A Stock") and the number of shares constituting such series shall be 170,000.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Stock with respect to dividends, the holders of shares of Series A Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash to holders of record on the 15th day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$.25 or (b) subject to the provision for adjustment set forth in Section 8 hereof, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock (as defined in Article FOURTH of the Certificate of Incorporation of the Corporation, as amended) or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Class A Common Stock (as defined in Article FOURTH of the Certificate of Incorporation of the Corporation, as amended) since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Stock.

(B) The Corporation shall declare a dividend or distribution on the Series A Stock as provided in paragraph (A) of this Section 2 immediately after it declares a dividend or distribution on the Class A Common Stock (other than a dividend payable in shares of or subdivision with respect to Common Stock); provided, however, that, in the event no dividend or distribution shall have been declared on the Class A Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$.25 per share on the Series A Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Stock shall have the following voting rights:

(A) Subject to the provision for adjustment set forth in Section 8 hereof, each share of Series A Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the stockholders of the Corporation.

(B) Except as otherwise provided herein, in the Certificate of Incorporation of the Corporation or by law, the holders of shares of Series A Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C)

(i) If at the time of any annual meeting of stockholders for the election of directors a default in preferred dividends (as hereinafter defined) shall exist, the holders of shares of Preferred Stock voting separately as a class without regard to series (with each share of Preferred Stock being entitled to that number of votes to which it is entitled on matters submitted to stockholders generally, or, if it is not entitled to vote with respect to such matters, to one vote), shall have the right to elect two members of the Board of Directors of the Corporation. The holders of Common Stock shall not be entitled to vote in the election of the two directors so to be elected by the holders of shares of Preferred Stock. Any director elected by the holders of shares of Preferred Stock, voting as a class as aforesaid, shall continue to serve as such director for the full term for which he shall have been elected notwithstanding that prior to the end of such term a default in preferred dividends shall cease to exist. If, prior to the end of the term of any director elected by the holders of the Preferred Stock, voting as a class as aforesaid, a vacancy in the office of such director shall occur by reason of death, resignation, removal or disability, or for any other cause, such vacancy shall be filled for the unexpired term in the manner provided in the By-laws of the Corporation, provided that, if the By-laws provide that such vacancy shall be filled by election by the stockholders at a meeting thereof, the right to fill such vacancy shall be vested in the holders of Preferred Stock, voting as a class as aforesaid, unless, in any such case, no default in preferred dividends shall exist at the time of such election.

(ii) For the purposes of paragraph (C)(i) of this Section 3, a default in preferred dividends shall be deemed to have occurred whenever the amount of dividends in arrears upon any series of

Preferred Stock shall be equivalent to six full quarterly dividends or more and, having so occurred, such default in preferred dividends shall be deemed to exist thereafter until all accrued dividends on all shares of Preferred Stock then outstanding shall have been paid to the end of the last preceding quarterly dividend period. Nothing herein contained shall be deemed to prevent an amendment of the By-laws of the Corporation, in the manner therein provided, which shall increase the number of directors so as to provide as additional places on the Board of Directors either or both the directorships to be filled by the two directors so to be elected by the holders of the Preferred Stock or to prevent any other change in the number of directors of the Corporation.

(D) Except as set forth herein, holders of Series A Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

#### Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Stock outstanding shall have been paid in full, the Corporation shall not

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Stock, except dividends paid ratably on the Series A Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Stock, or any shares of stock ranking on a parity with the Series A Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Stock unless, prior thereto, the holders of shares of Series A Stock shall

have received \$100.00 per share plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Stock unless, prior thereto, the holders of shares of Common Stock (which term shall include, for the purposes only of this Section 6, any series of the Corporation's Preferred Stock ranking on a parity with the Common Stock upon liquidation, dissolution or winding up) shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in Section 8 hereof to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock; such number in clause (ii), the "Adjustment Number"). In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock. Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Stock and Common Stock, respectively, holders of Series A Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to one (1) with respect to such Series A Stock and Common Stock, on a per share basis, respectively.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity with the Series A Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Class A Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment set forth in Section 8 hereof) equal to 100 times the aggregate amount of



stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Class A Common Stock is changed or exchanged.

Section 8. Certain Adjustments. In the event the Corporation shall at any time after March 9, 1988 declare or pay any dividend on Common Stock payable in shares of Common Stock (which shall include without limitation the dividend of shares of Class B Common Stock (as defined in Article FOURTH of the Certificate of Incorporation of the Corporation, as amended) paid to holders of shares of Class A Common Stock of record on May 20, 1988), or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then, in each such case, the amounts set forth in Sections 2(A), 3(A), 6(A) and 7 hereof with respect to the multiple of (i) cash and non-cash dividends, (ii) votes, (iii) the Series A Liquidation Preference and (iv) an aggregate amount of stock, securities, cash and/or other property referred to in Section 7 hereof, shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 9. Ranking. The Series A Stock shall rank pari passu with (or if determined by the Board of Directors in any vote establishing any other series of Preferred Stock, either senior and preferred to or junior and subordinate to, as the case may be) each other Series of Preferred Stock of the Corporation with respect to dividends and/or preference upon liquidation, dissolution or winding up.

Section 10. Redemption. Shares of Series A Stock may be redeemed by the Corporation at such times and on such terms as may be agreed to between the Corporation and the redeeming stockholder, subject to any limitations which may be imposed by law or the Certificate of Incorporation, as amended, of the Corporation.

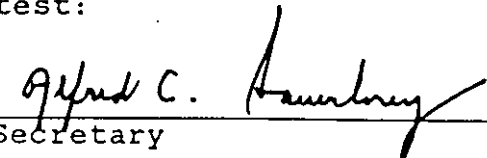
Section 11. Amendment. The Certificate of Incorporation, as amended, of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Stock so as to affect them adversely without the affirmative vote of the holders of two-thirds or more of the outstanding shares of Series A Stock, voting together as a single class.

Section 12. Fractional Shares. Series A Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Stock.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 29th day of April, 1988.

By   
Senior Vice President and Chief  
Financial Officer

Attest:

By   
Secretary

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS)  
COUNTY OF Washington ) SS.

On this 29th day of April, 1988, personally appeared before me Richard J. Duncan and Alfred C. Sauerbrey, each, to me personally known, who, being duly sworn, did say that they are the Senior Vice President and Chief Financial Officer and Secretary, respectively, of Brown & Sharpe Manufacturing Company, a Delaware corporation, and that this instrument was signed and sealed on behalf of said corporation pursuant to duly adopted resolutions of its Board of Directors and such officers acknowledged the foregoing to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[SEAL]

*James F. Jones*  
Notary Public

My commission expires: 6-30-91

# State of Delaware

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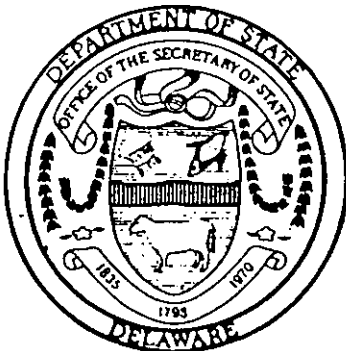
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we, Saverbury  
orig → BSMF-118




## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF BROWN & SHARPE  
MANUFACTURING COMPANY FILED IN THIS OFFICE ON THE SIXTH DAY OF  
MAY, A.D. 1988, AT 9 O'CLOCK A.M.

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888127048

  
Michael Harkins, Secretary of State

AUTHENTICATION: 1689682

DATE: 05/06/1988

117154

CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION  
OF

BROWN & SHARPE MANUFACTURING COMPANY

Brown & Sharpe Manufacturing Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, HEREBY CERTIFIES:

Article FOURTH of the Corporation's Certificate of Incorporation (other than the provisions of the Corporation's Certificate of Designation filed with the Secretary of State of the State of Delaware on March 11, 1988, which provisions, whether or not such provisions are deemed to be a part of such Article FOURTH, shall remain unchanged and in full force and effect until otherwise amended), as amended, is hereby amended to read in its entirety as follows:

FOURTH: The aggregate number of shares of capital stock which this corporation shall have authority to issue is 18,000,000 shares of which 15,000,000 shares, including all shares of common stock, \$1.00 par value, of this corporation issued prior to the effective date of this Amendment, shall be Class A Common Stock, \$1.00 par value per share, 2,000,000 shares shall be Class B Common Stock, \$1.00 par value per share, and 1,000,000 shares shall be Preferred Stock, no par value per share. The Class A Common Stock and the Class B Common Stock are sometimes hereinafter referred to together as the "Common Stock."

The voting powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof, of the Class A Common Stock, the Class B Common Stock and the Preferred Stock shall be governed by the following provisions.

A. Class A Common Stock and Class B Common Stock

Except as otherwise provided in this Certificate of Incorporation, each share of Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

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## 1. Dividends, Combinations and Subdivisions

Subject to the limitations prescribed herein, any further limitations in accordance herewith and any resolution or resolutions of the Board of Directors providing for the issuance of any series of Preferred Stock, holders of shares of Class A Common Stock and holders of shares of Class B Common Stock shall be entitled to receive, when and as declared by the board of directors, out of the assets or funds which are by law available therefor, dividends payable in cash, or in property, or in shares of Class A Common Stock, or in shares of Class B Common Stock, or in shares of any series of Preferred Stock, or in any combination thereof. No cash dividend shall be declared or paid on the Class B Common Stock unless a cash dividend at least equal in amount per share shall contemporaneously be declared or paid on the Class A Common Stock. In addition, no dividends payable in stock or property (other than cash) shall be declared or paid on either the Class A Common Stock or the Class B Common Stock unless an equal per share dividend of stock or property is declared and paid on the shares of the other class.

## 2. Voting

(a) Except as provided by law or except as expressly provided herein, at every meeting of stockholders, every holder of Class A Common Stock shall be entitled to one vote on all matters in person or by proxy for each share of Class A Common Stock outstanding in his name on the transfer books and every holder of Class B Common Stock shall be entitled to ten votes on all matters in person or by proxy for each share of Class B Common Stock outstanding in his name on the transfer books.

At every meeting of the stockholders called for the election of directors, the holders of Class A Common Stock, voting as a class with the holders of any series of Preferred Stock entitled to vote, shall be entitled to elect one-third ( $1/3$ ) of the number of directors to be elected at such meeting (excluding from such number any directors to be elected solely by the holders of any series of Preferred Stock), and if one-third ( $1/3$ ) of such number of directors is not a whole number, then the holders of Class A Common Stock, voting as a class with the holders of any series of Preferred Stock entitled to

vote, shall be entitled to elect the next lower whole number of directors to be elected at such meeting but in any event shall be entitled to elect at least one director at such meeting, and the holders of Class B Common Stock shall have no voting rights with respect to the election of such directors. The holders of Class A Common Stock, Class B Common Stock and any series of Preferred Stock entitled to vote thereon, voting as a single class, shall be entitled to elect the remaining directors to be elected at such meeting (excluding from such number any directors to be elected solely by the holders of any series of Preferred Stock).

(b) Except as may otherwise be required by law or this Certificate of Incorporation the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class, subject to any voting rights which may be granted to holders of any series of Preferred Stock.

### 3. Conversion

(a) Each share of Class B Common Stock may at any time be converted by the holder thereof into one fully paid and nonassessable share of Class A Common Stock. Such right shall be exercised by the surrender to this corporation of the certificate representing such shares of Class B Common Stock to be converted at any time during normal business hours at the principal executive offices of this corporation, or if an agent for the registration or transfer of shares of Class B Common Stock is then duly appointed and acting (said agent being hereinafter referred to as the "Transfer Agent"), then at the office of the Transfer Agent, accompanied by a written notice of the election by the holder thereof to convert and (as so required by this corporation or the Transfer Agent) by instruments of transfer, in form satisfactory to the corporation and the Transfer Agent, duly executed by such holder or his duly authorized attorney, and by transfer tax stamps or funds therefor, if required pursuant to subparagraph (e) below.

(b) As promptly as practicable after the surrender for conversion of a certificate representing shares of Class B Common Stock in the manner provided for in subparagraph (a) above and the payment of any amount required by the provisions of subparagraphs (a) and (e), this corporation will deliver, or cause to be delivered at the office of the Transfer Agent, to or upon the



written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Class A Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class B Common Stock, and all rights of the holder of such shares as such holder shall cease at such time and the person or persons in whose name or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock at such time; provided, however, that any such surrender and payment on any date when the stock transfer books shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class A Common Stock are to be issued to be treated as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which such stock transfer books are open.

(c) No adjustments in respect of dividends shall be made upon the conversion of any share of Class B Common Stock; provided, however, that if a share shall be converted subsequent to the record date for the payment of a dividend or other distribution on shares of Class B Common Stock but prior to such payment, the registered holder of such share at the close of business on such record date shall be entitled to receive the dividend or other distribution payable on such share (unless such dividend or distribution is one or more shares, or a fraction thereof, of Class B Common Stock, in which case such holder shall be entitled to receive a like number of shares of Class A Common Stock, or any cash issued in lieu of fractional shares) on the date set for payment of such dividend or other distribution notwithstanding the conversion thereof or this corporation's default in payment of the dividend due on such date.

(d) This corporation covenants that it will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Common Stock, such number of shares of Class A Common Stock as shall be issuable upon the conversion of

all such outstanding shares; provided, however, that nothing contained herein shall be construed to preclude this corporation from satisfying its obligation in respect of the conversion of the outstanding shares of Class B Common Stock by delivery of shares of Class A Common Stock which are held in the treasury. This corporation covenants that if any shares of Class A Common Stock required to be reserved for purposes of conversion hereunder require registration with or approval of any governmental authority under any federal or state law before such shares of Class A Common Stock may be issued upon conversion, this corporation will cause such shares to be duly registered or approved, as the case may be. This corporation covenants that all shares of Class A Common Stock which shall be issued upon conversion of the shares of Class B Common Stock, will, upon issue, be fully paid and nonassessable and not subject to any preemptive rights.

(e) The issuance of certificates for shares of Class A Common Stock upon conversion of shares of Class B Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Class B Common Stock converted, the person or persons requesting the issuance thereof shall pay to the corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the corporation that such tax has been paid.

(f) At any time while there are shares of Class B Common Stock issued and outstanding, the Continuing Directors of the corporation may, in their sole discretion, by a majority vote, convert all issued shares of Class B Common Stock into Class A Common Stock on a share-for-share basis. To the extent practicable, notice of such conversion of Class B Common Stock specifying the date fixed for said conversion shall be mailed, postage prepaid, at least 10 days but not more than 30 days prior to said conversion date to the holders of record of the Class B Common Stock at their respective addresses as the same shall appear on the books of this corporation; provided, however, that no failure or inability to provide such notice shall limit the authority or ability of the Continuing Directors to convert all issued shares of Class B Common Stock into shares of Class A Common Stock. Immediately prior to

the close of business on said conversion date (or, if said conversion date is not a business day, on the next succeeding business day) each outstanding share of Class B Common Stock shall thereupon automatically be converted into a share of Class A Common Stock and each stock certificate theretofore representing shares of Class B Common Stock shall thereupon and thereafter represent a like number of shares of Class A Common Stock. For purposes of this Article FOURTH, "Continuing Director" means any member of the board of directors who (a) was a member of the board of directors on March 9, 1988 or (b) was nominated or elected to his or her initial term of office by a vote of the board of directors that included the affirmative vote of two-thirds of the Continuing directors in office at the time of such vote.

(g) Shares of Class B Common Stock which have been issued and converted into shares of Class A Common Stock will have the status of authorized and unissued shares of Class B Common Stock.

#### 4. Transfer

(a) No person holding record or beneficial ownership of shares of Class B Common Stock (a "Class B Holder") may transfer record or beneficial ownership of, and neither this corporation nor the Transfer Agent shall register the transfer of, such shares of Class B Common Stock, whether by sale, assignment, gift, devise, bequest, appointment or otherwise, except to a "Permitted Transferee" of such Class B Holder; provided, however, that a Class B Holder may sell to this corporation, and this corporation may purchase from such Class B Holder, shares of Class B Common Stock. The term "Permitted Transferee" shall have the following meaning:

(i) In the case of a Class B Holder who is a natural person holding record and beneficial ownership of the shares of Class B Common Stock in question, "Permitted Transferee" means: (a) the spouse of such Class B Holder; (b) a lineal descendant of such Class B Holder (said lineal descendants, together with the Class B Holder and his or her spouse, are hereinafter referred to as such Class B Holder's "family members"); (c) the trustee of a trust for the benefit of one or more of such Class B Holder's family members; (d) the

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estate of such Class B Holder receiving such shares of Class B Common Stock by virtue of the death, bankruptcy, or insolvency of such Class B Holder; and (e) a corporation, the outstanding capital stock of which is owned by, or a partnership all of the partners of which are, one or more of such Class B Holder's family members, provided that if any share of capital stock of such corporation (or any survivor of a merger or a consolidation of such a corporation), or any partnership interest in such a partnership, is acquired by any person who is not one of such Class B Holder's family members, all shares of Class B Common Stock then held by such corporation or partnership, as the case may be, shall thereupon be converted automatically into a like number shares of Class A Common Stock and each stock certificate theretofore representing such shares of Class B Common Stock shall thereupon and thereafter represent a like number of shares of Class A Common Stock.

(ii) In the case of a Class B Holder holding the shares of Class B Common Stock in question as trustee pursuant to a trust other than a trust described in paragraph 4(a)(iii) below, "Permitted Transferee" means (a) a successor trustee to such trust, (b) the settlor of such trust, and (c) a Permitted Transferee of such settlor determined pursuant to paragraph 4(a)(i) above.

(iii) In the case of a Class B Holder holding the shares of Class B Common Stock in question as trustee pursuant to a trust which was irrevocable on the record date for determining the persons to whom Class B Common Stock is first distributed by this corporation (the "Record Date"), "Permitted Transferee" means any person to whom or for whose benefit principal may be distributed either during or at the end of the term of such trust whether by power of appointment or otherwise.

(iv) In the case of a Class B Holder which is a partnership holding record and beneficial ownership of the shares of Class B Common Stock in question, "Permitted Transferee" means any partner of such partnership who was a partner of such partnership on the Record Date.

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(v) In the case of a Class B Holder which is a corporation holding record and beneficial ownership of the shares of Class B Common Stock in question, "Permitted Transferee" means (a) any stockholder of such corporation on the Record Date receiving shares of Class B Common stock through a dividend or through a distribution made upon liquidation of such corporation and (b) a survivor of a merger or consolidation of such corporation.

(vi) In the case of an estate (or representative thereof) holding the shares of Class B Common Stock in question as a result of the death, bankruptcy or insolvency of a Class B Holder, "Permitted Transferee" means a Permitted Transferee of such deceased, bankrupt or insolvent Class B Holder determined pursuant to paragraph 4(a)(i) above.

(vii) In the case of a Class B Holder who is the record owner but not the beneficial owner (as defined in paragraph 4(b) below) of the shares of Class B Common Stock in question as nominee for the person who was the beneficial owner thereof on the Record Date, "Permitted Transferee" means (a) such beneficial owner and (b) Permitted Transferees of such beneficial owner (determined as if such beneficial owner was also the record owner of such Class B Common Stock).

Any purported transfer of shares of Class B Common Stock to any person other than a Permitted Transferee shall be null and void and such shares of Class B Common Stock purported to be so transferred shall thereupon be converted automatically into a like number of shares of Class A Common Stock and each stock certificate theretofore representing such shares of Class B Common Stock shall thereupon and thereafter represent a like number of shares of Class A Common Stock. Upon the liquidation, dissolution or winding up of the business or affairs of any corporation, partnership or trust, the shares of Class B Common Stock held by such corporation, partnership or trust shall immediately and automatically convert into an equal number of shares of Class A Common Stock. This corporation may require the furnishing of such affidavits or other proof as it deems necessary to establish that any person is a Class B Holder or a Permitted Transferee. The Continuing Directors shall have the power to determine for all purposes of this

paragraph 4, on the basis of information known to the the Continuing Directors, whether a person is a Class B Holder and whether a transferee is a Permitted Transferee, and any such determination shall be conclusive and binding for all purposes of this paragraph 4.

(b) Shares of Class B Common Stock shall be registered in the name(s) of the beneficial owner(s) thereof (as hereafter defined) and not in "street" or "nominee" names; provided, however, that certificates representing shares of Class B Common Stock issued as a stock dividend on the corporation's then outstanding Class A Common Stock may be registered in the same name and manner as the certificates representing the shares of Class A Common Stock with respect to which the shares of Class B Common Stock are issued. For the purposes of this paragraph 4, the term "beneficial owner(s)" of any shares of Class B Common Stock shall mean the person or persons who possess the power to dispose of, or to direct the disposition of, such shares.

(c) The votes pertaining to any share of Class B Common Stock or any proxy related to such votes may not be sold or otherwise transferred, except to a Permitted Transferee, in consideration of any sum of money or anything of value.

(d) Notwithstanding anything to the contrary set forth herein, any holder of Class B Common Stock may pledge such holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee; provided, however, that such shares shall not be transferred to, or registered in the name of, the pledgee and shall remain subject to the provisions of this paragraph 4. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Common Stock may not be transferred to the pledgee and may only be converted into shares of Class A Common Stock.

(e) The corporation shall note or reference on the certificates representing the shares of Class B Common Stock the restrictions on transfer and registration of transfer imposed by this paragraph 4.

(f) For purposes of this paragraph 4:

(i) Each joint owner of shares of Class B Common Stock shall be considered a Class B Holder of such shares.

(ii) A minor for whom shares of Class B Common Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a Class B Holder of such shares.

(iii) The relationship of any persons that is derived by or through legal adoption shall be considered a natural one.

(iv) Unless otherwise specified, the term "person" includes natural person, corporation, partnership, unincorporated association, firm, joint venture, trust or other entity.

(v) Persons participating in the Brown & Sharpe Savings and Retirement Plan or the Brown & Sharpe Savings and Retirement Plan for Management Employees or the Brown & Sharpe Employee Stock Ownership and Profit Participation Plan (or any similar or successor plans) shall be deemed to be the Class B Holders of any shares of Class B Common Stock allocated to their accounts pursuant to such plan.

## 5. Authorized Shares

The number of authorized shares of Class B Common Stock may not be increased unless approved by the holders of a majority of the then outstanding shares of Class A Common Stock and any series of Preferred Stock entitled to vote thereon, voting together as a single class.

### B. Preferred Stock

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of the class of Preferred Stock in one or more series with such voting powers, full or limited, or without voting powers (except as otherwise required by Article EIGHTH) and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue

thereof adopted by the Board of Directors, and as are not stated and expressed in the Certificate of Incorporation of this corporation, including (but without limiting the generality thereof) the following:

(a) The number of shares to constitute each such series, and the designation of each such series;

(b) The dividend rate of each such series, the conditions and dates upon which such dividends shall be payable, the relation (including preferences, if any) which such dividends shall bear to the dividends payable on any other class or classes or on any other series of class or classes of stock, and whether such dividends shall be cumulative or non-cumulative;

(c) Whether the shares of any such series shall be subject to redemption by this corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of any such series;

(e) Whether or not the shares of each such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of this corporation, and if provision be made for the conversion or exchange, the times, prices, rates of exchange, adjustments, and any other terms and conditions of such conversion or exchange;

(f) The extent, if any, to which the holders of the shares of each such series shall be entitled to vote with respect to the election of directors or otherwise;

(g) The restriction, if any, on the issue or reissue or sale of any additional Preferred Stock;

(h) The rights of the holders of the shares of each such series (including preferences, if any, over the rights of holders of any other class or classes or of any other series of any class or classes) upon the dissolution of, or upon the distribution of assets of, this corporation;

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but all series of Preferred Stock at any time outstanding shall constitute but one class of capital stock.

Except as otherwise required by Article EIGHTH or as may be otherwise required by law and except for such voting powers, if any, with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the Board of Directors creating any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever. Except as otherwise provided in this Article FOURTH, any amendment to this Certificate of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the favorable vote of the holders of a majority of the voting power of the outstanding shares of the stock of this corporation entitled to vote in respect thereof.

Subject to the powers, preferences, rights, qualifications, limitations and restrictions with respect to each class, including any series thereof (including without limitation the class of Preferred Stock, and any series thereof), of stock of this corporation having any preference or priority over the Common Stock, the holders of Common Stock shall have and possess all powers and rights pertaining to the stock of this corporation.

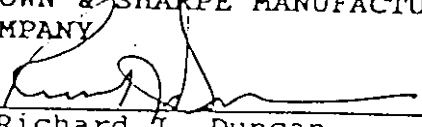
2. Article NINTH of the Certificate of Incorporation, as amended, of the Corporation is hereby amended to read in its entirety as follows:

Any action which is required to be taken at an annual or special meeting of shareholders or which may be taken at such a meeting may be taken only by vote at such a meeting, and not by a written consent or otherwise. Notwithstanding any other provision of this Certificate of Incorporation or the by-laws, a vote of the holders of 80% of the voting power of the outstanding stock entitled to vote thereon shall be required to amend this Article NINTH.

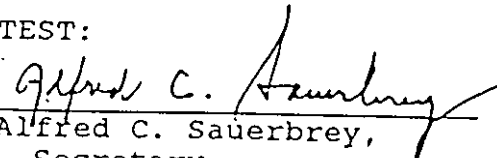
3. At a meeting on March 9, 1988 the Board of Directors recommended that the foregoing amendments be adopted by the stockholders, and at the Annual Meeting of Stockholders on April 29, 1988 the foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the vote of a majority of the shares of outstanding common stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Richard J. Duncan, its Senior Vice President, and attested by Alfred C. Sauerbrey, its Secretary, this 29th day of April, 1988.

BROWN & SHARPE MANUFACTURING  
COMPANY

By   
Richard J. Duncan,  
Senior Vice President

ATTEST:

By   
Alfred C. Sauerbrey,  
Secretary

## State of Delaware

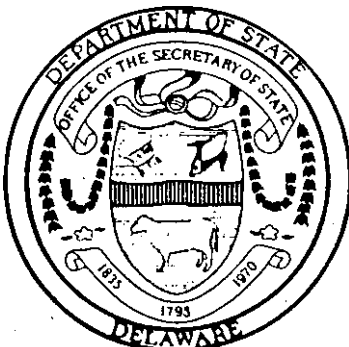
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## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF BROWN & SHARPE  
MANUFACTURING COMPANY FILED IN THIS OFFICE ON THE FOURTEENTH DAY  
OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

| | | | | | | | | |



737134047

A handwritten signature of Michael Harkins in ink, written over a horizontal line.

Michael Harkins, Secretary of State

11238759

AUTHENTICATION:

DATE: 05/15/1987

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FILED

CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION  
OF

MAY 14 1997

10 AM

Brown & Sharpe Manufacturing Company

Brown & Sharpe Manufacturing Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of this corporation resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by renumbering existing Article Tenth as Article Eleventh and by adding an additional new Article Tenth reading as follows:

"Article Tenth: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that, to the extent and only to the extent required by Section 102(b)(7) or any successor provision of the Delaware General Corporation Law, this Article Tenth shall not eliminate liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing provisions of this Article Tenth shall not be construed in any way so as to impose or create any duty or liability. No amendment or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

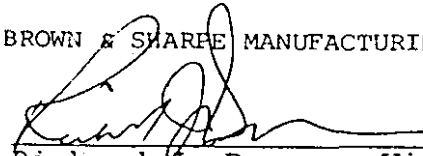
SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Richard J. Duncan, its Vice President, and attested by Alfred C. Sauerbrey, its Secretary this 30th day of April, 1987.

BROWN & SHARPE MANUFACTURING COMPANY

By

  
Richard J. Duncan, Vice President

ATTEST:

By

  
Alfred C. Sauerbrey, Secretary

RECEIVED FOR RECORD

MAY 20 1987

William M. Honey, Recorder

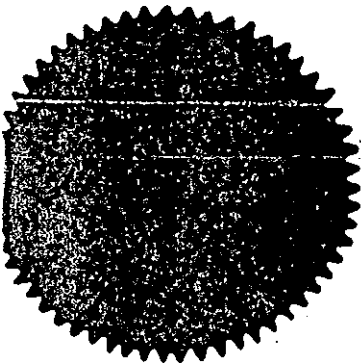


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the above and foregoing is a true and correct copy of  
Certificate of Change of Location of Registered Office of the companies represented  
by "The Corporation Trust Company", as it applies to "BROWN & SHARPE MANUFACTURING  
COMPANY", as received and filed in this office the twenty-seventh day of July, A.D.  
1984, at 4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twelfth *day*  
*of* December *in the year of our Lord*  
*one thousand nine hundred and* eighty-six.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

FILED

JUL 27 1984 4:30 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF  
REGISTERED OFFICE AND OF REGISTERED AGENT  
PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

*W. C. K. [Signature]*  
DIRECTOR OF STATE

To: DEPARTMENT OF STATE  
Division of Corporations  
Townsend Building  
Federal Street  
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company

2. The address of the old registered office was:

100 West Tenth Street  
Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY  
(Name of Registered Agent)

By

*Virginia Colwell*  
(Vice-President)

ATTEST:

*Theresa Murray*  
(Assistant Secretary)

117136

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STATE OF DELAWARE - DIVISION OF CORPORATIONS  
CHANGE OF ADDRESS FILING FOR  
CORPORATION TRUST AS OF JULY 27, 1984  
DOMESTIC

0693521 BROWN & SHARPE MANUFACTURING COMPANY

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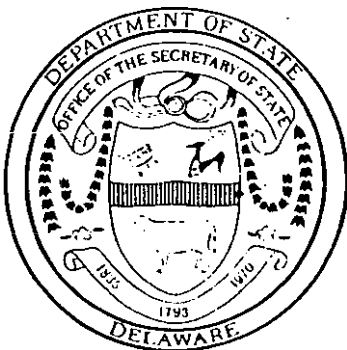


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on May 12, 1980



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *m. Mayfield*

DATE: December 12, 1986

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

BROWN & SHARPE MANUFACTURING COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That<sup>at</sup> a meeting of the Board of Directors of BROWN & SHARPE MANUFACTURING COMPANY on February 22, 1980, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That Article Fourth of the Certificate of Incorporation of this Corporation be amended by striking the number "5,550,000" and substituting the number "8,500,000" and by striking the number "4,500,000" and substituting the number "7,500,000."

As so amended, the first paragraph of Article Fourth of the Certificate of Incorporation of this Corporation shall read as follows:

"FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is 8,500,000 shares, of which 1,000,000 shares

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shall be shares of the class of Preferred Stock without par value (hereinafter called "Preferred Stock"), and of which 7,500,000 shares shall be shares of the class of Common Stock, \$1 par value per share (hereinafter called "Common Stock")."

No change is made in any other paragraph of said Article Fourth.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, at the Annual Meeting of Stockholders of said Corporation, held on April 25, 1980, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said BROWN & SHARPE MANUFACTURING COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Richard J. Duncan, its Vice President, and Alfred C. Sauerbrey, its Secretary, this 25th day of April, 1980.

BROWN & SHARPE MANUFACTURING COMPANY

CORPORATE SEAL

By Richard J. Duncan  
Vice President

ATTEST:

By Alfred C. Sauerbrey  
Secretary



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on April 27, 1979



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. Harkins*

DATE: December 12, 1986

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

BROWN & SHARPE MANUFACTURING COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of BROWN & SHARPE MANUFACTURING COMPANY on February 23, 1979, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That Article Fourth of the Certificate of Incorporation of this Corporation be amended by striking the phrase "shares of the class of Common Stock, \$10 par value per share" and substituting therefore the phrase "shares of the class of Common Stock, \$1 par value per share".

As so amended, the first paragraph of Article Fourth of the Certificate of Incorporation of this Corporation shall read as follows:

"FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is 5,550,000 shares, of which 1,000,000 shares shall be shares of the class of Preferred Stock without par value (hereinafter called "Preferred Stock"), and of which 4,500,000 shares shall be shares of the class of Common Stock, \$1 par value per share (hereinafter called "Common Stock")."

No change is made in any other paragraph of said Article Fourth.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, at the Annual Meeting of Stockholders of said Corporation, held on April 27, 1979, the necessary number of shares as required by statute were voted in favor of the amendment.


THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation will not be reduced under or by reason of said amendment.

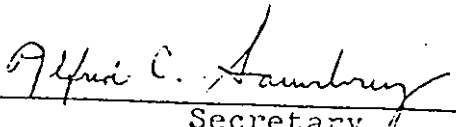
IN WITNESS WHEREOF, said BROWN & SHARPE MANUFACTURING COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Richard J. Duncan, its Vice President, and Alfred C. Sauerbrey, its Secretary, this 27th day of April, 1979.

BROWN & SHARPE MANUFACTURING COMPANY

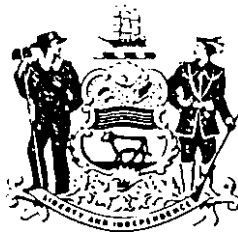
By

  
Vice President

ATTEST: By

  
Secretary

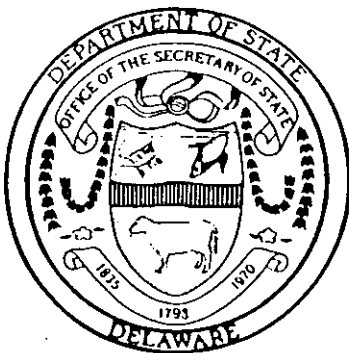
# State of Delaware

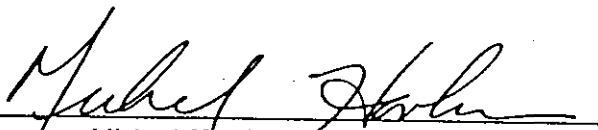



## Office of Secretary of State

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I, MICHAEL HARKINS, Secretary of State of the State of Delaware,  
do hereby certify that the attached includes all of the provisions  
of the Certificate of Incorporation as amended and in effect on  
April 26, 1979.



  
Michael Harkins, Secretary of State

AUTHENTICATION:   
DATE: 12/12/1986

117127



COMPOSITE  
CERTIFICATE OF INCORPORATION  
OF

BROWN & SHARPE MANUFACTURING COMPANY

*FIRST:* The name of this corporation is Brown & Sharpe Manufacturing Company.

*SECOND:* Its registered office in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

*THIRD:* The nature of the business or purposes to be conducted or promoted by this corporation are to acquire by merger, consolidation or otherwise all or any part of the business, property, rights, privileges, powers, franchises and other assets of Brown & Sharpe Manufacturing Company, a Rhode Island corporation, and in connection therewith to assume any or all of the debts, liabilities, duties and obligations of said other corporation, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and, without limiting in any way the generality of the foregoing clause, to engage in any lawful act or activity for which corporations may hereafter be organized under the General Corporation Law of Delaware.

*FOURTH:* The total number of shares of all classes of stock which this corporation shall have authority to issue is 5,550,000 shares, of which 1,000,000 shares shall be shares of the class of Preferred Stock without par value (hereinafter called "Preferred Stock"), and of which 4,500,000 shares shall be shares of the class of Common Stock, \$10 par value per share (hereinafter called "Common Stock").

The designations and the powers, including full or limited or no voting powers, and preferences and rights, including any relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each class of stock shall be governed by the following provisions:

1. The board of directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of the class of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers (except as otherwise required by ARTICLE EIGHTH) and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the vote or votes providing for the issue thereof adopted by the board of directors, and as are not stated and expressed in the Certificate of Incorporation of this corporation, including (but without limiting the generality thereof) the following:

(a) The number of shares to constitute each such series, and the designation of each such series;

(b) The dividend rate of each such series, the conditions and dates upon which such dividends shall be payable, the relation (including preferences, if any) which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of stock, and whether such dividends shall be cumulative or non-cumulative;

(c) Whether the shares of each such series shall be subject to redemption by this corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of each such series;

(e) Whether or not the shares of each such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of

stock of this corporation, and if provision be made for conversion or exchange, the times, prices, rates of exchange, adjustments, and other terms and conditions of such conversion or exchange;

(f) The extent, if any, to which the holders of the shares of each such series shall be entitled to vote with respect to the election of directors or otherwise;

(g) The restrictions, if any, on the issue or reissue or sale of any additional Preferred Stock;

(h) The rights of the holders of the shares of each such series (including preferences, if any, over the rights of holders of any other class or classes or any other series of any class or classes) upon the dissolution of, or upon the distribution of assets of, this corporation;

but all series of Preferred Stock at any time outstanding shall constitute but one class of capital stock.

2. Except as otherwise required by ARTICLE EIGHTH or as may be otherwise required by law and except for such voting powers, if any, with respect to the election of directors or other matters as may be stated in the votes of the board of directors creating any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever. Any amendment to this Certificate of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the favorable vote or consent of the holders of a majority of the outstanding shares of the stock of this corporation entitled to vote in respect thereof.

3. Subject to the powers, preferences, rights, qualifications, limitations and restrictions with respect to each class, including any series thereof (including without limitation the class of Preferred Stock, and any series thereof), of stock of this corporation having any preference or priority over the Common Stock, the holders of the Common Stock shall have and possess all powers and rights pertaining to the stock of this corporation. All rights to vote, including without limitation rights to vote in respect of the election of directors, except when otherwise provided in accordance with this ARTICLE FOURTH or ARTICLE EIGHTH or when otherwise provided by law, shall be vested solely in the Common Stock, and each share of Common Stock shall be entitled to one vote.

*FIFTH:* Except as otherwise provided in this Certificate of Incorporation, the board of directors may, without the assent of or other action by the stockholders, from time to time authorize the issue and sale of shares of any class of stock of this corporation now or hereafter authorized, for such consideration as may be fixed from time to time by the board of directors and upon such terms as to payment or other matters as the board may from time to time determine, and shares of authorized stock so issued or sold for which the consideration so fixed has been paid or delivered shall be fully paid stock and shall not be liable to any further call or assessment thereon.

No stockholder shall have any pre-emptive right to subscribe to or purchase any shares or any additional issues of any class of stock now or hereafter authorized or any other securities which may at any time be issued or sold by this corporation.

*SIXTH:* The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Howard K. Fuguet	c/o Ropes & Gray 225 Franklin Street Boston, Massachusetts 02110

*SEVENTH:* The following provisions inserted for the management of the business and for the conduct of the affairs of this corporation are in furtherance and not in limitation of any power, privilege or purpose from time to time conferred on or permitted to be taken by, the directors by law, this Certificate of Incorporation or the by-laws of this corporation:

(a) Except as otherwise provided in the by-laws, the by-laws of this corporation may be made, altered, amended or repealed by the board of directors or by two-thirds of the holders

571125

of capital stock entitled to vote in respect thereof and any by-law, whether made, altered, amended or repealed by the stockholders or directors, may be repealed, amended, further amended or reinstated by either the stockholders or by the directors.

(b) The board of directors shall have power to fix from time to time the compensation of its members.

(c) To the extent permitted by law, the board of directors may make regulations in regard to stockholder examination of the property, books, accounts or other writings of this corporation.

(d) Election of directors shall not be by written ballot unless the by-laws otherwise expressly require.

**EIGHTH:** (a) No merger or consolidation of this corporation with any other corporation or other entity shall be effected, and (b) no sale, lease or exchange of all or substantially all of this corporation's property and assets (except pursuant to a mortgage, pledge, security interest or the like) to any other person, firm or corporation or other entity shall be made, and (c) no issue or sale of shares of any class of capital stock or other voting securities of this corporation (whether authorized and unissued or treasury shares) to acquire (directly or indirectly, through stock ownership or otherwise) any assets or properties (except assets or properties having an aggregate fair market value of less than \$5,000,000) of any other person, firm or corporation or other entity shall be made, in the event that, with respect to any of said corporate actions described in clauses (a), (b) and (c) of this ARTICLE EIGHTH, any or all of said other person, firm or corporation or other entity, and its or their affiliates, directly or indirectly, owns of record or beneficially more than 10% of any outstanding class of stock of this corporation entitled to vote in respect of elections of directors as of the record date used to determine the stockholders of this corporation entitled by law or by this Certificate of Incorporation to vote or consent with respect thereto, unless such corporate action shall in each case receive, in addition to the favorable vote or consent of the holders of shares of stock of this corporation otherwise required by law (if any such vote or consent is so otherwise required), the favorable vote or consent of the holders of not less than 80% of (i) the total number of outstanding shares of stock of this corporation so otherwise by law entitled to vote or consent with respect thereto, or (ii) in the event that no such vote or consent of stockholders is so otherwise required by law, the total number of outstanding shares of stock of this corporation entitled to vote in the election of directors.

For purposes of this ARTICLE EIGHTH "affiliates" of said other person, firm or corporation or other entity shall mean "any person, firm or corporation or other entity which controls, is controlled by or is under common control with, directly or indirectly, said other person, firm or corporation or other entity", and "beneficially" means "shares held for the benefit of such person, firm or corporation or other entity, including shares in the name of another from which such person, firm or corporation or other entity obtains benefits substantially equivalent to those of ownership by reason of ownership, control or by reason of any contract, relationship or other arrangement."

The board of directors of this corporation shall have the power and duty to determine for the purposes of this ARTICLE EIGHTH, on the basis of information known to this corporation, whether said other person, firm or corporation or other entity, and its or their affiliates, directly or indirectly owns of record or beneficially more than 10% of any outstanding class of stock of the corporation entitled to vote in respect of the election of directors and whether a person, firm or corporation or other entity is an affiliate of another and whether the assets or properties being acquired have an aggregate fair market value of less than \$5,000,000. Any such determination shall be conclusive and binding for all purposes of said ARTICLE EIGHTH.

No amendment to the Certificate of Incorporation of this corporation shall amend, alter, change or repeal any of the provisions of this ARTICLE EIGHTH unless the Amendment effecting

such amendment, alteration, change or repeal shall receive the favorable vote or consent of not less than 80% of the total number of the outstanding shares of stock of this corporation entitled by law to vote in respect thereof (or of each class of stock when such vote is required to be taken by classes).

The provisions of this ARTICLE EIGHTH shall not be applicable to the merger or consolidation of Brown & Sharpe Manufacturing Company, a corporation organized in 1868 and existing under the laws of the State of Rhode Island, with and into this corporation.

*NINTH:* Whenever the vote of stockholders of this corporation at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of Delaware as then in effect, the meeting and vote of stockholders may be dispensed with and such action may be taken (1) with the written consent of holders of stock entitled to vote by law or by this Certificate of Incorporation on such action having not less than the greater of (i) the minimum percentage of the total vote required by statute as then in effect for the proposed corporate action or (ii) such greater percentage as is required by this Certificate of Incorporation for the proposed corporate action, or (2) where no minimum percentage is required by the General Corporation Law of Delaware as then in effect for the proposed action, upon the written consent of not less than the greater of (i) a majority or (ii) such greater percentage as is required by this Certificate of Incorporation of the stock issued and outstanding and entitled to vote on such action; provided that prompt notice be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

*TENTH:* This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders, directors and officers are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of November, 1968.

Howard E. Fuguet

Howard E. Fuguet

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

Boston, Massachusetts  
November 22, 1968

Then personally appeared Howard E. Fuguet, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged said Certificate to be the act and deed of the signer and that the facts therein stated are true.

Given under my hand and seal the day and year aforesaid.

NOTARY PUBLIC

Roger E. Evans

Notary Public

COMMONWEALTH OF MASSACHUSETTS

My commission exp. May 15, 1975

117123

State of Rhode Island

County of Washington

On this 7th day of December, 1968, before me, a Notary Public in and for the County and State aforesaid, appeared James H. Sharpe, Jr., to me personally known, who acknowledged and made oath that he is the Vice President Brown & Sharpe Manufacturing Company, a Rhode Island corporation, and that the seal affixed to said Joint Agreement of Merger is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and that said instrument was the free act and deed of said corporation and that the facts therein stated are true.

MARGUERITE M. COLE  
NOTARY PUBLIC  
PAWTUCKET, R.I.

In the town of North Kingstown on  
this 7th day of December, 1968,  
subscribed and sworn to before me

Marguerite M. Cole

Notary Public

Notary Public

State of Rhode Island

State of Rhode Island

County of Washington

On this 7th day of December, 1968, before me, a Notary Public in and for the County and State aforesaid, appeared James H. Sharpe, Jr., to me personally known, who acknowledged and made oath that he is the Vice President of Brown & Sharpe Mfg. Co., a Delaware corporation, and that the seal affixed to said Joint Agreement of Merger is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and that said instrument was the free act and deed of said corporation and that the facts therein stated are true.

MARGUERITE M. COLE  
NOTARY PUBLIC  
PAWTUCKET, R.I.

In the town of North Kingstown on  
this 7th day of December, 1968,  
subscribed and sworn to before me.

Notary Public

State of Rhode Island

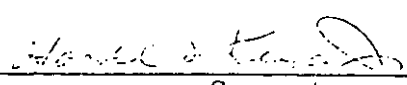
Notary Public

117122

I, HAROLD F. MEYES, JR., Secretary of Brown & Sharpe Mfg. Co., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of said corporation, that the Joint Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Brown & Sharpe Manufacturing Company, a corporation organized and existing under the laws of the State of Rhode Island, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, as amended, by the unanimous written consent of the stockholder holding 100 shares of the capital stock of the corporation being all of the shares issued and outstanding, which Joint Agreement of Merger was thereby adopted as the act of the stockholder of said Brown & Sharpe Mfg. Co. and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said Brown & Sharpe Mfg. Co. on this 15th day of January, 1969.

BROWN & SHARPE MFG. CO.  
INCORPORATED  
1968  
DELAWARE U.S.A.

  
\_\_\_\_\_  
Secretary

XXXXXXXXXXXXXX

I, HAROLD F. LEYLS, JR., Secretary of Brown & Sharpe Manufacturing Company, a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, as such Secretary and under the seal of the said corporation, that the Joint Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Brown & Sharpe Mfg. Co., a corporation of the State of Delaware, was duly submitted to the stockholders of said Brown & Sharpe Manufacturing Company at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail as provided by section 251 of Title 8 of the Delaware Code of 1953, as amended, and by the laws of the State of Rhode Island on the 15th day of January, 1969, for the purpose of considering and taking action upon said Joint Agreement of Merger, that 2,444,428 shares of stock of said corporation were on said date issued and outstanding (including 61,510 shares in the treasury); that the Joint Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Brown & Sharpe Manufacturing Company, and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said Brown & Sharpe Manu-  
facturing Company on this 15th day of January, 1969.

BROWN & SHARPE MFG. CO.  
INCORPORATED  
1868  
RHODE ISLAND

*Harold R. K...*  
Secretary

XXXXXXXXXXXXXX

031211



THE ABOVE JOINT AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Law of the State of Rhode Island, and that fact having been certified on said Joint Agreement of Merger by the Secretary of each corporate party thereto, the President or Vice President of each corporate party thereto does now hereby execute the said Joint Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Joint Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 15th day of January, 1969.

~~XXXXXXXXXXXXXXXXXX~~  
BROWN & SHARPE MFG. CO.  
INCORPORATED  
1968

ATTEST:  
DELAWARE U.S.A.

Secretary

~~XXXXXXXXXXXXXXXXXX~~  
BROWN & SHARPE MFG. CO.  
INCORPORATED  
1868 ATTEST:  
RHODE ISLAND

Secretary

BROWN & SHARPE MFG. CO.

By W. H. Sharpe  
President or Vice President

BROWN & SHARPE MANUFACTURING COMPANY

By W. H. Sharpe  
President or Vice President

State of Rhode Island

County of Washington

On this 15th day of January, 1969, before me, a Notary Public in and for the County and State aforesaid, appeared *James A. H. H.*, to me personally known, who acknowledged and made oath that he is the Vice President Brown & Sharpe Manufacturing Company, a Rhode Island corporation, and that the seal affixed to said Joint Agreement of Merger is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and that said instrument was the free act and deed of said corporation and that the facts therein stated are true.

MARGUERITE M. COLE  
NOTARY PUBLIC  
PAWTUCKET, R.I.

In the town of North Kingstown on  
this 15th day of January, 1969,  
subscribed and sworn to before me

*James A. H. H.*

Notary Public

Notary Public

State of Rhode Island

State of Rhode Island

County of Washington

On this 15th day of January, 1969, before me, a Notary Public in and for the County and State aforesaid, appeared *James A. H. H.*, to me personally known, who acknowledged and made oath that he is the Vice President Brown & Sharpe Mfg. Co., a Delaware corporation, and that the seal affixed to said Joint Agreement of Merger is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and that said instrument was the free act and deed of said corporation and that the facts therein stated are true.

MARGUERITE M. COLE  
NOTARY PUBLIC  
PAWTUCKET, R.I.

In the town of North Kingstown on  
this 15th day of January, 1969,  
subscribed and sworn to before me.

Notary Public

State of Rhode Island

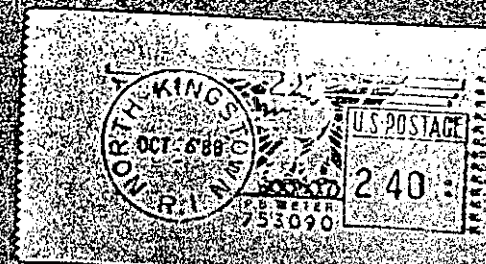
Notary Public

117118



*Brown & Sharpe*

Precision Park  
Kingstown  
Rhode Island 02852 U.S.A.



PRIORITY

RECEIVED OCT 11 1988

PRIORITY

11259

11259



AFTER 10 DAYS RETURN TO

*Brown & Sharpe Mfg. Co.*

PRECISION PARK, NORTH KINGSTOWN, RHODE ISLAND 02852 U.S.A.

Ms. Lynn Fratus  
U.S. Environmental Protection Agency  
(LRR-695)  
P.O. Box 3254  
Reston, VA 22090

821-159

RETURN POSTAGE GUARANTEED

Printed in U.S.A.



# SERVICE

# 2-POUND

2ND Notice  
Return  
Detached from  
PS Form 3849-A,  
Oct. 1985

B22889881W

POST OFFICE  
TO ADDRESSEE



ORIGIN		Date In:	Postage
Post Office ZIP Code		Time In: A.M. P.M.	\$
Initials of Receiving Clerk	Weight	Return Receipt Fee	\$
	lbs. oz.		
<input type="checkbox"/> Accepted for next day delivery.		ACCEPTANCE	
<input checked="" type="checkbox"/> Accepted for this destination after deposit deadline for next day delivery therefore, for delivery by second day.			
<input type="checkbox"/> International On Demand: Country Code		Total Postage & Fees \$	

Express Mail Corporate Account No.: Federal Agency Control No.:

FROM: **RECEIVED SEP 30 1988**  
BROWN & SHARPE MFG. COMPANY  
PRECISION BARN  
NORTH KINGSTOWN RI 02852-0300

DESTINATION	Date of Delivery 10/3/88	Time of Delivery 4:30 A.M.
<input checked="" type="checkbox"/> Signature of Addressee or Agent		
DELIVERY WAS ATTEMPTED	Date: 9-30	Time: 1300 P.M.
Signature of Delivery Employee	2.	
WAIVER OF SIGNATURE		
I wish delivery to be made without obtaining the signature of the addressee or the addressee's agent and I authorize the delivery employee to sign that the shipment was delivered and understand that the signature of the delivery employee will constitute valid proof of delivery.		
SIGNED:		

TO: Telephone Number:  
US ENVIRONMENTAL PROTECTION AGENCY  
(LRR 695)  
ATTN: MS LYNN FRATUS  
P.O. BOX 3254  
RESTON, VA 22090

Label A-F (JULY 1987)

SERVICE IS PURCHASED  
RECEIPT IN THIS AREA

~~114916~~  
~~117074~~  
117-0116A